

**EXHIBIT LL TO  
CISNEROS DECLARATION  
REDACTED VERSION**

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

E: HIGH-TECH EMPLOYEE            )  
TRUST LITIGATION                    )  
  ) No. 11-CV-2509-LHK  
DOCUMENT RELATES TO:            )  
ACTIONS.                                )  
  
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VIDEO DEPOSITION OF WILLIAM CAMPBELL

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February 5, 2013

Reported by: Anne Torreano, CSR No. 10520

1 place. So I was much more aware of it -- you know, I'm  
2 much more aware of it since when I came to the Valley.

3 Q. What companies in the Valley that you know of  
4 had such agreements with one or more other companies?

5 A. I don't know any except, you know, any -- you  
6 know, the ones that you're talking about in this case.

7 And I don't know that there were even -- you know, I'm  
8 not quite sure what "agreement" means, you know, in  
9 that -- I mean, I just -- I know you say you'll get

09:49:10 1 0 more finer point later, but I don't know anybody.

1 1 Q. Well, start with Apple. Did Apple have an  
1 2 agreement with any other company that limited Apple's  
1 3 independent ability to recruit employees proactively  
1 4 from other companies?

09:49:30 1 5 MR. MITTELSTAEDT: Objection. Calls for  
1 6 speculation, lack of foundation.

1 7 THE WITNESS: I just don't know.

1 8 BY MR. HEIMANN:

1 9 Q. How about Google?

09:49:35 2 0 MR. MITTELSTAEDT: Same objection.

2 1 THE WITNESS: Don't know.

2 2 BY MR. HEIMANN:

2 3 Q. Intel?

2 4 A. Don't know.

09:49:39 2 5 MR. MITTELSTAEDT: Same objection.

1 BY MR. HEIMANN:

2 Q. Intuit?

3 MR. MITTELSTAEDT: Same objection.

4 THE WITNESS: Intuit, the answer is "no."

5 BY MR. HEIMANN:

6 Q. Had no such agreement?

7 A. Had no such agreement.

8 Q. And ebay?

9 A. Don't know.

09:49:51 1 0 Q. Adobe?

1 1 A. Don't know.

1 2 Q. Palm?

1 3 A. Palm? Don't know.

1 4 Q. Are you aware of whether or not Pixar had any

09:50:13 1 5 such agreements of that kind?

1 6 A. I am not aware of any.

1 7 Q. Lucas?

1 8 A. Don't have any idea.

1 9 Q. Disney?

09:50:18 2 0 A. No idea.

2 1 Q. DreamWorks?

2 2 A. No idea.

2 3 Q. Sony?

2 4 A. No idea.

09:50:23 2 5 Q. Okay. When did you first meet Steve Jobs?

1 A. I came to Apple in 1983. I interviewed with  
2 him, you know, around probably April '83. He was one  
3 of the people that I interviewed with before I came to  
4 Apple. I came in May '83.

5 Q. All right. And you were employed by Apple for  
6 some period of time; is that right?

7 A. Yes, sir.

8 Q. Can you tell us approximately when that was?

9 A. May '83 to -- I'm not -- I went -- it's -- I  
09:51:18 1 0 don't know exactly, but, you know, around '87, '88.

1 1 Q. Okay.

1 2 A. And actually, though I spun out a company  
1 3 there called Claris it was still -- you know, at least  
1 4 at that point still majority owned by Apple.

09:51:38 1 5 Q. And during the time that you worked for Apple,  
1 6 who was your direct report? Who did you report to  
1 7 directly?

1 8 A. I reported to Floyd Kvamme for probably a year  
1 9 and a half, and then when he left the company, I took  
09:51:54 2 0 his position and reported to Scully, John Scully.

2 1 MR. MITTELSTAEDT: K-w-a-m-e?

2 2 THE WITNESS: K-v-a-m-m-e. Thank you.

2 3 MR. MITTELSTAEDT: It's for the court  
2 4 reporter.

09:52:12 2 5 BY MR. HEIMANN:

1 Q. During the time that you worked for Apple, did  
2 you have occasion to interact with Mr. Jobs?

3 A. Oh, yes, regularly.

4 Q. Over what -- was that true throughout the time  
5 that you were with Apple? I'm trying to remember when  
6 Steve Jobs left Apple.

7 A. Yes, I was -- I always was in touch with him,  
8 even after he left.

9 Q. Can you give us an idea of how frequently you  
09:52:41 1 0 spoke with him during the time that you were working at  
1 1 Apple?

1 2 A. When I was at Apple and he was not, or when  
1 3 both of us were at Apple?

1 4 Q. Start there, when you were both at Apple.

09:52:48 1 5 A. Both at Apple? Three, four times a week. He  
1 6 ran the Macintosh division, and I was the -- well,  
1 7 depending on what time it was, I was either VP of  
1 8 marketing or executive VP of marketing and sales.

1 9 Q. Okay. And after he left Apple but while you  
09:53:06 2 0 were still there, how frequently did you have contact  
2 1 with him?

2 2 A. Probably every couple weeks.

2 3 Q. And then you left Apple in '87, '88, around  
2 4 there?

09:53:15 2 5 A. I could figure this out in a second.

1 Q. The dates are not critical. They're a matter  
2 of record. We can figure them out if they're  
3 important.

4 A. When I left Apple, I left to go to a company  
5 called GO.

6 Q. And did you continue to have communications or  
7 contact with Mr. Jobs during that time period?

8 A. Yes, he -- through that period of time, he  
9 became a friend, you know, from the time -- and then --  
09:53:46 1 0 then more -- in the more recent time became a neighbor.

1 1 Q. When you say more recent time he became a  
1 2 neighbor, what time frame are you talking about?

1 3 A. Probably in -- you know, I would guess in  
1 4 about '90 or so he moved into Palo Alto. He'd been up  
09:53:59 1 5 in Woodside.

1 6 Q. All right. And so neighbors with him for  
1 7 quite some time?

1 8 A. Yes, until his -- until his death.

1 9 Q. And I don't want to get into a sensitive  
09:54:10 2 0 subject too much, but let me just ask briefly.

2 1 How would you characterize your relationship  
2 2 with Mr. Jobs?

2 3 A. Very, very, very good friend. Friends.

2 4 Q. I'm going to switch topics slightly and talk a  
09:54:43 2 5 little bit about Google.

1           What was your role, if any, with respect to  
2 Google?

3           A.    I -- when I stepped down as CEO of Intuit, I  
4 wasn't sure what I was going to do. I think some  
5 people thought I should go and be a venture  
6 capitalist. I decided not to do that. I felt like  
7 that I was fairly one-dimensional, and my dimension was  
8 operational ability to help companies get better.

9           I always describe it as I can get you -- help  
09:55:26 1   0 you come from here to here. I'm not sure I could get  
1   1 here. I don't really understand the application of the  
1   2 technology well enough to go do the other.

1   3           So I was friends with -- I've been friends  
1   4 with a few of the venture capitalists, more prominently  
09:55:46 1   5 Kleiner Perkins and Benchmark, and they asked me if I  
1   6 would help coach some of their companies. I felt like  
1   7 Silicon Valley was good to me, so I wanted to give  
1   8 something back.

1   9           In one of those -- as it relates to Google,  
09:56:06 2   0 Eric Schmidt had taken over as CEO, and John Doerr, who  
2   1 was one of the two venture capitalists that had  
2   2 invested, asked me if I would help Eric on just a  
2   3 helping-him-manage-the-company basis. I'm never going  
2   4 to help them with search algorithms or anything like  
09:56:24 2   5 that, but help him, you know, with management practices



1 as the company was growing.

2 So I think Eric started in June or July of  
3 '01, and I came in September '01 and spent time with  
4 Eric, who I'd known before. And then he introduced me  
5 to Larry and Sergey, and I spent a lot of time with  
6 them and just started helping out the company on -- you  
7 know, from the management perspective. And that was  
8 the fall of '01, September '01.

9 So I went through -- you know, I've been -- so  
09:57:08 1 0 that's what I did in those early days.

1 1 Q. And was your relationship with Google  
1 2 formalized in any way?

1 3 A. No. Later, but not then.

1 4 Q. When you say "later," when was that, then?

09:57:27 1 5 A. Oh, I -- probably three or four years ago.  
1 6 I'm not sure when.

1 7 Kent Walker was worried about, you know,  
1 8 the --

1 9 MR. RUBIN: I'm going to direct him -- he's  
09:57:41 2 0 talking about the general counsel of Google, so I'm  
2 1 going to direct the witness not to get into  
2 2 conversations with general counsel.

2 3 THE WITNESS: Thank you.

2 4 MR. HEIMANN: We don't agree, obviously, about  
09:57:49 2 5 that, as you know, but I understand.

1 MR. RUBIN: For current purposes, to preserve  
2 the issue, yeah.

3 BY MR. HEIMANN:

4 Q. Don't tell us what you said to the lawyers at  
5 Google or they said to you.

6 A. They asked me to be at an employee --

7 MR. MITTELSTAEDT: Can I just ask. The  
8 question, keeping in mind the privilege issue, is,  
9 "When you say 'later,' when was that?"

09:58:11 1 0 So you're asking for the date?

1 1 MR. HEIMANN: And I think he's actually  
1 2 answered that, so we're good.

1 3 MR. MITTELSTAEDT: We'll wait for the next  
1 4 one, then.

09:58:19 1 5 BY MR. HEIMANN:

1 6 Q. Did you have relationships to -- with other  
1 7 companies that were similar to the relationship you had  
1 8 with Google?

1 9 A. Yes.

09:58:28 2 0 Q. What companies would you say?

2 1 A. At that time it was Drugstore.com, Tellme,  
2 2 Good. Probably -- you know, most of them small,  
2 3 early-stage companies.

2 4 There are probably a few others, but I just --  
09:58:57 2 5 you know, those are sort of the ones that I worked on.

1 Q. All right. There was a group within Google  
2 designated the "executive management group" for some  
3 period of time; is that right?

4 A. The group, you mean that reported to Eric?

5 Q. That I'll have to ask you. I don't know.  
6 I've just seen documents that refer to the executive  
7 management group, public documents and also e-mails.

8 A. Yes, yes.

9 Q. And what was that group inside Google?

09:59:41 1 0 A. The management team that reported to Eric.

1 1 Q. And were you formally a member of that group?

1 2 A. No, not formally, not at all, no.

1 3 Q. Did that group meet on a regular basis?

1 4 A. Yes, sir, it did.

09:59:53 1 5 Q. And when was that?

1 6 A. On Mondays.

1 7 Q. Did you attend those meetings?

1 8 A. Some to many. Some to many.

1 9 Q. Depending on what?

10:00:05 2 0 A. You know, primary -- my day job was Intuit, so  
2 1 if I had a conflict, Intuit won the conflict.

2 2 Q. You were not a member of the board of  
2 3 directors of Google; is that correct?

2 4 A. That's correct.

10:00:22 2 5 Q. But did you attend meetings of the board?

1 A. I did.

2 Q. How frequently?

3 A. Probably the same answer, some to many,  
4 depending on my availability.

5 Q. How frequently did the board meet?

6 A. Quarterly.

7 Q. Did it normally meet face-to-face or by  
8 telephone?

9 A. Occasionally by telephone for some issue, but  
10:00:45 1 0 mostly just quarterly.

1 1 Q. But did the board members get together in the  
1 2 same room, for the most part, or did they do it by  
1 3 telephone?

1 4 A. For the quarterly meetings --

10:00:57 1 5 Q. Yes.

1 6 A. -- the formal, set meetings, they did it in  
1 7 person.

1 8 Q. Generally speaking, did other nonboard members  
1 9 attend those meetings?

10:01:16 2 0 A. Only members of Eric's staff.

2 1 Q. At some point did your relationship to Google  
2 2 change materially or come to an end, or is it still  
2 3 ongoing?

2 4 A. It's -- it's ongoing.

10:01:45 2 5 Q. Has it changed in any material way recently?

1           A.    When Eric left, my -- the reason I used to sit  
2   in those meetings was to coach Eric and help him with,  
3   you know, a different set of eyes. I would sit in the  
4   back of the room off to the side and observe him on  
5   what he was trying to accomplish, you know, with agenda  
6   and make -- make things better operationally.

7                So he was always interested in what my views  
8   were about how he ran that particular meeting. He's a  
9   very, very sponge-like person in terms of getting

10:02:35 1   0   feedback.

1                When he stepped down as CEO, I didn't go there  
1   2   for a while, and then Larry Page called and asked me if  
1   3   I would help him as well. So that -- and that is to  
1   4   the current state right now.

10:02:55 1   5           Q.   All right. And when you used the term  
1   6   "meetings" in that answer, are you talking about the  
1   7   executive management?

1                A.   It was executive meetings, yes. It was the  
1   9   only time I really -- I might go over other times, you  
10:03:08 2   0   know, but sometimes you would have a meeting before or  
2   1   after. So -- but that was it.

2                I mean, I really didn't do -- I didn't spend a  
2   3   lot of time at that company other than that, but I  
2   4   really was engaged on Mondays.

10:03:25 2   5           Q.   Let me turn to Apple and your relationship

1 with Apple.

2 Do you sit on the board of directors of Apple?

3 A. I do.

4 Q. When did you first go on the board?

5 A. 1997, August.

6 Q. And you've been a member of the board  
7 continuously since then; is that correct?

8 A. Yes, sir.

9 Q. Do you have any -- over that time period did  
10:03:47 1 0 you have any other formal relationship with Apple  
1 1 besides being on the board?

1 2 A. I was -- I was co-lead director for a long  
1 3 time.

1 4 Q. And that's a term that I'm not familiar with.  
10:04:00 1 5 What do -- what is that?

1 6 A. When there's no chairman or the chairman is  
1 7 inside, an inside person, best practices from a  
1 8 management perspective are to have lead director, lead  
1 9 independent director to be more specific. So Art

10:04:24 2 0 Levinson and I took on that role of co-lead directors,  
2 1 and I was that for quite some time until Steve was very  
2 2 ill.

2 3 Q. And how did your function as co-lead director  
2 4 differ, if at all, from other board members',  
10:04:40 2 5 independent board members?

1           A.    We set the agenda for meetings and  
2   communicated probably more directly with Steve about  
3   what we felt like he should cover at board meetings.  
4   More agenda setting than anything else.

5           Q.    How frequently did Apple's board meet during  
6   the time that you were co-lead director?

7           A.    Quarterly.  Fairly standard.

8           Q.    Do you know how the either practice or  
9   agreement, however you want to characterize it, with  
10:05:29 1   0   respect to not cold-calling into other companies came  
1   1   about at Google?

1   2                   MR. MITTELSTAEDT:  Let me object.  Assumes  
1   3   facts not in evidence, calls for speculation, no  
1   4   foundation.  It's also compound.

10:05:46 1   5                   THE WITNESS:  Should I answer that?

1   6                   MR. MITTELSTAEDT:  If you can.

1   7                   THE WITNESS:  I only know as it relates to  
1   8   Intuit.

1   9   BY MR. HEIMANN:

10:06:10 2   0           Q.    When in time did such an arrangement, whether  
2   1   it's by agreement or practice or policy, first come  
2   2   into being with respect to Google and Intuit?

2   3           A.    Shona Brown was there so -- Shona Brown was  
2   4   the senior VP of business operations, which included  
10:06:41 2   5   human resources, and I asked her not to cold-call

1 Intuit, and she said okay.

2 Q. And can you place that either in time or  
3 describe the circumstances surrounding that event?

4 A. I -- there were some instances of Google  
5 recruiters calling Intuit employees. I was quite  
6 embarrassed by that with my own company, that I was  
7 there in such an intimate position helping Google and  
8 Google was recruiting -- cold-calling our employees.  
9 So I asked them if they would stop doing that.

10:07:30 1 0 Q. Prior to that time, did you know of any other  
1 1 companies that had such arrangements in the Valley?

1 2 A. Yes. I mean, yes theoretically. I can't tell  
1 3 you exactly what, but I -- you know, the idea of saying  
1 4 somebody's on somebody else's board and we don't

10:07:56 1 5 recruit from that board member's companies, you know,  
1 6 I've heard that a lot, but, I mean, I can't give you  
1 7 that specifically.

1 8 But it seemed like that was a practice that  
1 9 was being honored just out of respect for the board  
10:08:14 2 0 member's time.

2 1 So that's what I did.

2 2 Q. Okay. Aside from the situation where there  
2 3 were interlocking board relationships, did you know of  
2 4 any other --

10:08:30 2 5 A. I did not, no.



1 Q. When you asked Shona Brown not to recruit or  
2 not to allow Google to recruit from Intuit, is it your  
3 understanding that that was --

4 A. That isn't what I said.

5 Q. Oh, I'm sorry.

6 A. I want to make sure you're clear and it's  
7 clear on that.

8 I asked her to not cold-call using outside  
9 recruiters to cold-call the company. And, you know,  
10:08:58 1 0 it's a different situation, very, very different. The  
1 1 cold-calling is what I was objecting to.

1 2 Q. Okay. And what is cold-calling?

1 3 A. Just, you know, having outside recruiters,  
1 4 contract recruiters or even in your own internal

10:09:11 1 5 recruiters just randomly call names that came up on  
1 6 sheets somewhere. I don't know where they would get  
1 7 their names but, you know, go down a list, you know, if  
1 8 they find a list of employees somewhere, and went A  
1 9 through Z and called everybody that was a mid-level

10:09:25 2 0 engineer and above, just to see if they would -- if  
2 1 they could entice them to come for an interview. And  
2 2 that was what I objected to.

2 3 Q. All right. Was it your understanding that  
2 4 having made that request at the -- your understanding  
10:09:38 2 5 was reciprocal, that Intuit would not do that to Google

1 if Google agreed not to do it to Intuit?

2 A. No.

3 Q. So it was your understanding that Intuit was  
4 free to do what you just described you didn't want  
5 Google doing; is that right?

6 A. The chances of -- you know, with the science  
7 factor that is so high at Google, there was literally  
8 no chance that Intuit was going to be able to take, you  
9 know -- the overlap was not -- was mostly one way.

10:10:10 1 0 In other words, we might have some people that  
1 1 interested them, but we really weren't going to be able  
1 2 to get people into our company when we had, you know,  
1 3 more traditional applications and not science stuff.

1 4 Q. I'm not understanding this.

10:10:27 1 5 If you had people within Intuit that Google  
1 6 might be interested in, why would not Google have  
1 7 people that Intuit would be interested in?

1 8 MR. MITTELSTAEDT: Object. Argumentative.

1 9 THE WITNESS: You know, the -- the -- Intuit  
10:10:43 2 0 is an old-style, traditional company that does  
2 1 programming. Some of it is -- we were pretty fast  
2 2 coming to the web, you know, using the cloud, et  
2 3 cetera, but Google is -- hires mostly computer science  
2 4 people.

10:11:14 2 5 And, you know, there might be a chance that we

1 the past, and we ask people like him all the time for  
2 ideas. We know full well that we can't touch Intuit  
3 people as targets. We also know we can't call this,"  
4 quote, "CMO," closed quote, "after the first  
5 discussion, but the initials help orient outsiders to  
6 the type of seniority we need. Please forgive?"

7 Do you see that?

8 A. I do.

9 Q. Does that indicate to you that sometime prior  
12:06:33 1 0 to this, the request had been made from you to them to  
1 1 not target Intuit people?

1 2 A. Well, we're on their list. We were on their  
1 3 list, and, you know, if you go back to some of these  
1 4 other documents that you showed me, it was always, A,  
12:06:52 1 5 no cold-calling; B, except internal or external  
1 6 references; and C, except direct solicitation.

1 7 So as long as it fit within that, you know --  
1 8 a senior guy like this is not a cold-call. So I don't  
1 9 view it -- I just think it's pretty funny that they  
12:07:15 2 0 would recruit a guy from Intuit, which was, you know, a  
2 1 violation of what they would normally do, but also  
2 2 somebody that was not very good.

2 3 Q. There was one aspect of your question I didn't  
2 4 follow. You said that --

12:07:30 2 5 A. I didn't ask a question.

1 Q. No, I'm sorry. Your answer, in which you  
2 said -- you said, "a senior guy like this is not a  
3 cold-call."

4 What does that mean?

5 A. I mean, you know, when you -- cold-calls are  
6 generally, you know, throughout the organization. The  
7 senior person is usually targeted by a search firm, and  
8 the search firm would go and, you know, for instance,  
9 get references from people here.

12:08:07 1 0 If you get down and look at the document that  
1 1 you said, we would accept external or external [sic]  
1 2 references that indicated that an individual was  
1 3 looking; two, of course we'll accept direct  
1 4 solicitation from a candidate.

12:08:24 1 5 So, you know, those are usually the -- those  
1 6 are fairly standard conditions on this for getting  
1 7 cold-calling. So, I mean, I don't see anything unique  
1 8 about this except that the guy was not very good.

1 9 Q. I want to be very clear about this, or have  
12:08:49 2 0 you be very clear.

2 1 You've referred to the detailed terms, if you  
2 2 will, of the no cold-call, the three bullet points,  
2 3 really.

2 4 A. They are in documents that go way back --

12:08:59 2 5 Q. Right.

1 A. -- that are in that pile there somewhere.

2 Q. But did you know of those at the time, or is  
3 this something you're looking at now?

4 A. I'm looking at them now, and, you know, I've  
5 never seen these documents and what was written, but  
6 those are pretty standard things, you know, that  
7 somebody would say "internal or external reference."

8 But, you know, it's just different with a  
9 senior executive. If somebody was going to recruit a

12:09:25 1 0 senior executive, you know, do they cold-call? No,  
1 1 they use a headhunter. You know, they would have a  
1 2 search firm and go through a lot more detail than just  
1 3 having a recruiter make a cold-call.

1 4 MR. MITTELSTAEDT: I'm reminded I should  
12:09:53 1 5 actually designate the transcript attorneys' eyes only.

1 6 MR. HEIMANN: Okay.

1 7 MR. MITTELSTAEDT: So I am hereby doing that.

1 8 MR. HEIMANN: All right.

1 9 THE WITNESS: Yeah, I don't want [REDACTED] to  
12:10:01 2 0 be blasted in something that was public, but we fired  
2 1 him a short time thereafter.

2 2 MR. HEIMANN: That doesn't have to be on the  
2 3 record.

2 4 THE WITNESS: I'll take it out.

12:10:21 2 5 MR. HEIMANN: Let's go to Exhibit 642.

1 (DEPOSITION EXHIBIT 651 MARKED.)

2 THE WITNESS: I read it.

3 BY MR. HEIMANN:

4 Q. We saw earlier that Intel was one of the  
5 original companies on the Google no-call list.

6 Do you recall that?

7 A. I do.

8 Q. All right. In this instance we're seeing an  
9 e-mail exchange --

12:58:06 1 0 MR. MITTELSTAEDT: I'm sorry. By "do you  
1 1 recall this," you mean the document, recall the  
1 2 document?

1 3 MR. HEIMANN: Well, the document and that they  
1 4 were on the list.

12:58:15 1 5 BY MR. HEIMANN:

1 6 Q. Are we still quarreling about that, whether  
1 7 they were -- well, back up. Let me withdraw the  
1 8 question.

1 9 A. Well, they were -- save yourself some time.

12:58:23 2 0 They were on the original list.

2 1 Q. And we're looking now at an e-mail exchange  
2 2 between Google and Intel; correct?

2 3 A. That is correct.

2 4 Q. You're not on this e-mail exchange? At least

12:58:32 2 5 I don't see you.

1 A. No.

2 Q. And in this e-mail -- the original e-mail  
3 comes from Mr. Otellini at Intel; correct?

4 A. Paul Otellini, the CEO at Intel.

5 Q. Otellini. Thank you.

6 And Mr. Otellini was on the board of directors  
7 of Google at this time, was he not?

8 A. That's correct.

9 Q. And you knew him; correct?

12:58:54 1 0 A. I knew him then. I know him today.

1 1 Q. How would you characterize your relationship  
1 2 with him?

1 3 A. Very friendly.

1 4 Q. And he writes to Eric Schmidt, the CEO of  
12:59:05 1 5 Google, in May of 2006 saying, "Sorry to bother you  
1 6 again on this topic, but my guys are very troubled by  
1 7 Google continuing to recruit our key players."

1 8 I'll skip the next paragraph and pick up with  
1 9 the last paragraph, in which he writes, "Can you please  
12:59:21 2 0 reinforce the no-recruiting agreement? I would  
2 1 appreciate it. Thanks, Paul."

2 2 Let me stop there.

2 3 Was it your understanding at this time that  
2 4 there was an agreement between Google and Intel that  
12:59:41 2 5 the companies would not recruit from each other?

1 A. I have no idea.

2 Q. Do you recall any discussions about that with  
3 Mr. Otellini?

4 A. No.

5 Q. Or with anybody at Google?

6 A. No. I mean, it doesn't involve Intuit. No.

7 Q. Let's go to 202.

8 A. Yes, I read it all.

9 Q. All right. So this is an Intel document that  
01:01:58 1 0 does not bear any indication that you were copied on it  
1 1 or saw it. But it does deal with the apparent  
1 2 agreement between Google and Intel relating to  
1 3 recruiting.

1 4 And in particular I want to focus your  
01:02:16 1 5 attention on the last two e-mails in the string, the  
1 6 one from Gabrielle Thompson.

1 7 Do you know that person by any chance?

1 8 A. I do not. I don't know anybody's name on this  
1 9 entire e-mail string except Mr. Otellini.

01:02:34 2 0 Q. Okay. In any event, that person writes to  
2 1 Patty Murray and to Paul Otellini in September of 2007  
2 2 asking them, "Are either of you aware of any agreement  
2 3 with Google that prohibits us," meaning Intel, "from  
2 4 recruiting Google's senior talent?"

01:02:50 2 5 And Mr. Otellini then responds, "Let me



1 considered in that regard, then?

2 A. Well, you can see from the documents that it

3 was a [REDACTED]

4 [REDACTED]

5 [REDACTED]

6 [REDACTED].

7 It was hard to determine [REDACTED]

8 [REDACTED] you know, particularly at that time.

9 Pretty straightforward, you know, it was, and

02:11:10

1

0

1 [REDACTED]

2 [REDACTED]

3 [REDACTED].

4

Q.

All right. Did Google consider responding in

02:11:29

1

5

other -- in ways other than increasing or enhancing the

1

6

compensation opportunities for Google employees?

1

7

A. There were some things that were on there.

1

8

One that's -- you know, a couple that are

1

9

mentioned in Sergey's e-mail, which is, you know,

02:11:47

2

0

[REDACTED] or other things there.

2

1

A lot of times you just looked at some of your

2

2

younger people and made sure that they had promotion

2

3

opportunities, that they were on a faster -- let's call

2

4

it promotion path, career path.

02:12:07

2

5

Pretty standard. Everything is pretty

1 standard here.

2 Hardest thing was making sure that we  
3 identified the right people.

4 As you indicate -- as you saw it was indicated  
5 there, you know, for a company that size, its dilution  
6 rate on stock was -- was quite low, and there was  
7 enough room in there to go up and not attract any  
8 shareholder dissonance in any way.

9 Q. All right. Did Google consider attempting to  
02:12:41 1 0 enter into a mutual no-cold-call agreement with  
1 1 Facebook as a means of responding to the threat?

1 2 A. I'm not sure when Sheryl Sandberg left, but --  
1 3 in the dates of these, but, you know, there was always  
1 4 some concern that, you know, Sheryl, with her  
02:12:58 1 5 knowledge, took some people and then, you know, they  
1 6 would recruit some others.

1 7 So, you know, there was always -- you know,  
1 8 there was a sense that if we had a better mutual  
1 9 nonrecruiting or, you know, let's say non-cold-calling  
02:13:16 2 0 arrangement, it would be good.

2 1 Q. I'm sorry, sir. Who was the person that you  
2 2 mentioned?

2 3 A. Sheryl Sandberg left to become -- she was  
2 4 second in command in sales at Google and went and  
02:13:28 2 5 became the chief operating officer at Facebook.

1 Q. And what was the particular concern with  
2 respect to her defection?

3 A. Nothing. She just knew all the people.

4 Q. That's what I meant.

5 A. I mean, there's no other concern. She was a  
6 very good employee, and it was a wonderful promotion  
7 for her, and I think everybody was pretty happy that  
8 she had a good opportunity.

9 Q. All right. Let's take a look at Exhibit 614.

02:14:09 1 0 A. Should I keep these other e-mails out?

1 1 Q. I think you can set them aside, sir. Thanks.

1 2 A. Okay.

1 3 Q. Now, if I can interrupt you just for a moment,

1 4 I don't believe you're shown as being a party on this

02:14:29 1 5 e-mail exchange, but I'm interested in some of the

1 6 considerations and whether or not they were matters

1 7 that were discussed with you in terms of trying to

1 8 respond to the Facebook issue.

1 9 A. Okay.

02:16:50 2 0 Q. Starting at the bottom of page 2 of this

2 1 e-mail string, you'll see Alan Eustace wrote to

2 2 Messrs. Page and Schmidt, "Subject: Building SRE at

2 3 Facebook?"

2 4 What's the "SRE" there, sir?

02:17:13 2 5 A. I was going to ask you that.

## REPORTER'S CERTIFICATE

I, Anne Torreano, Certified Shorthand Reporter  
used in the State of California, License No. 10520,  
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In witness whereof, I have subscribed my name  
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